

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

200 CONNELL DRIVE

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July 13, 2009

Anne K. Quinlin, Esq.
Acting Secretary
Surface Transportation Board
395 E. Street S.W.
Washington, D.C. 20423-0001

RECORDATION NO 20196-B FILED

JUL 15 '09

3-50 PM

SURFACE TRANSPORTATION BOARD

RECEIVED
JUL 15 2009
MANAGEMENT
STB

Dear Ms. Quinlin:

I have enclosed two originals and of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code. The primary document to which this is connected is that certain Memorandum of Lease recorded under Recordation No. 20196, on July 29, 1996 at 11:00 A.M.

The enclosed secondary document is a MEMORANDUM OF AMENDMENT AND SECOND EXTENSION OF LEASE OF RAILROAD EQUIPMENT dated as of July 7, 2009 (the "*Memorandum*") by and between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("*Lessee*") and CONNELL FINANCE COMPANY, INC., a New Jersey corporation ("*Lessor*").

The names and addresses of the parties to the Memorandum are as follows:

Lessor: Connell Finance Company, Inc.
200 Connell Drive
Berkeley Heights, NJ 07922

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179

A description of the equipment covered by the Memorandum follows:

"Twenty (20) GP 39-2, 2300 h.p. locomotives with reporting marks of UP 1229 to UP 1248, inclusive (formerly UP 2729 to UP 2748, inclusive)".

A check in the amount of \$41.00 is enclosed to cover the fee for filing the Memorandum. Please return the copy of the Memorandum, time and date stamped as to

Ms. Anne K. Quinlin, Esq.
July 8, 2009
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filing to Carlton A. Blake, Associate General Counsel, Connell Finance Company, Inc.,
200 Connell Drive, Berkeley Heights, New Jersey 07922.

A short summary of the Memorandum to appear in the index follows:

"Memorandum of Amendment and Second Extension of Lease of Railroad Equipment dated as of July 7, 2009 by and between Union Pacific Railroad Company ("UPRR") and Connell Finance Company, Inc. ("*Connell*"), covering twenty (20) GP 39-2, 2300 h.p. locomotives with reporting marks of UP 1229 to UP 1248, inclusive (formerly UP 2729 to UP 2748, inclusive). It is connected to that certain Memorandum of Lease dated as of June 21, 1996 between UPRR and Connell, which was recorded on July 29, 1996 at 11:00 A.M. and given recordation number 20196."

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

CONNELL FINANCE COMPANY, INC.

A handwritten signature in black ink, appearing to read 'C. A. Blake', written over the printed name.

Carlton A. Blake
Associate General Counsel

Enclosure

**MEMORANDUM OF
AMENDMENT AND SECOND EXTENSION OF LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF AMENDMENT AND SECOND EXTENSION OF LEASE OF RAILROAD EQUIPMENT dated as of July 7, 2009 (this "Memorandum") is by and between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("Lessee") and CONNELL FINANCE COMPANY, INC., a New Jersey corporation ("Lessor").

W-I-T-N-E-S-S-E-T-H:

1. Lessor and Lessee entered into that certain Lease of Railroad Equipment dated as of June 21, 1996, which was initially filed and recorded with the Surface Transportation Board ("STB") on July 29, 1996 at 11:00 a.m. and assigned Recordation No. 20196.

2. Subsequently, Lessor and Lessee entered into that certain Amendment and First Extension of Lease of Railroad Equipment, dated as of May 15, 2006, a memorandum of which was filed and recorded with the STB on June 22, 2006 at 4:32 p.m. and assigned Recordation No. 20196-A (as amended up to and including May 15, 2006, the "Existing Lease Agreement").

3. Lessor and Lessee have now entered into that certain Amendment and Second Extension of Lease of Railroad Equipment, dated as of July 7, 2009, whereby the terms and provisions of the above-described Existing Lease Agreement have been further amended and extended, and are applicable to the following railroad rolling stock: twenty (20) GP 39-2, 2300 h.p. locomotives with reporting marks of UP 1229 to UP 1248, inclusive (formerly UP 2729 to UP 2748, inclusive).

IN WITNESS WHEREOF, each of Lessor and Lessee has caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee:

UNION PACIFIC RAILROAD COMPANY

By: William J. Schmelder
Name: William J. Schmelder
Title: Director - Strategic Sourcing

Lessor:

CONNELL FINANCE COMPANY, INC.

By: DUANE CONNELL
Name: **DUANE CONNELL**
Title: **EXECUTIVE VICE PRESIDENT**

RECORDATION NO. 20196-B FILED

JUL 15 '09

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SURFACE TRANSPORTATION BOARD

STATE OF NEBRASKA)

SS.:

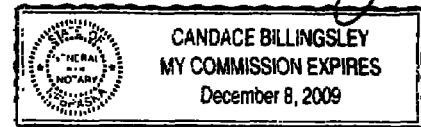
COUNTY OF DOUGLAS)

On this 7th day of July, 2009, before me personally appeared William Schmelder to me personally known, who being by me duly sworn, says that ~~he~~/she is Director of UNION PACIFIC RAILROAD COMPANY, and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act deed of said corporation.

Candace Billingsley
Notary Public

[Notarial Seal]

My Commission expires



STATE OF NEW JERSEY)

SS.:

COUNTY OF UNION)

On this 13th day of July, 2009, before me personally appeared Diane Connell to me personally known, who being by me duly sworn, says that ~~he~~/she is Exec. Vice President of CONNELL FINANCE COMPANY, INC., and that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christopher O. Jegede
Notary Public

[Notarial Seal]

My Commission expires

CHRISTOPHER O. JEDEDE
NOTARY PUBLIC OF NEW JERSEY
REGISTERED IN UNION COUNTY
MY COMMISSION EXPIRES JUNE 19, 2012